

TRADERS GROUP LIMITED**Notice of Annual and Special Meeting of Shareholders**

NOTICE is hereby given that an Annual and Special Meeting of the shareholders of Traders Group Limited will be held at the Royal York Hotel, Ballroom, Toronto, Ontario, Canada, on Thursday, February 28, 1985, at the hour of 11:30 o'clock in the morning, Toronto time, for the following purposes:

- (1) to receive and consider the Consolidated Financial Statements of the Corporation and its subsidiaries for the year ended December 31, 1984, and the report of the Auditors thereon;
- (2) to elect Directors;
- (3) to appoint Auditors;
- (4) Consider and, if thought fit, approve a special resolution amending the terms of the Class "B" common shares of the Corporation to permit their conversion at the option of the holders thereof into Class "A" shares of the Corporation on a one-for-one basis at any time until the close of business on September 30, 1985; and
- (5) to transact such further and other business as may properly come before the meeting.

Proxies must be received by the Secretary of the Corporation at 625 Church Street, Toronto, Ontario, not later than 11:30 a.m. Toronto time on February 26, 1985.

DATED at Toronto this 31st day of January, 1985.

By Order of the Board

G. E. WHITLEY, Q.C.

Secretary

